



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation THE W DUKE KIMBRELL FAMILY FDN		A Employer identification number 20-3390787
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 800-352-3705
1525 W W.T. HARRIS BLVD. D1114-044		
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262		
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 13,363,350.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	242,976.	237,261.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	522,668.			
	b Gross sales price for all assets on line 6a 11,939,615.				
	7 Capital gain net income (from Part IV, line 2)		522,668.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	30,609.	17,061.		STMT 13	
12 Total. Add lines 1 through 11	796,253.	776,990.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 14	72,426.	72,426.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 15	13,277.	2,260.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 16	121.	121.		
	24 Total operating and administrative expenses. Add lines 13 through 23	85,824.	74,807.	NONE	
	25 Contributions, gifts, grants paid	3,348,928.			3,348,928.
26 Total expenses and disbursements Add lines 24 and 25	3,434,752.	74,807.	NONE	3,348,928.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-2,638,499.				
b Net investment income (if negative, enter -0-)		702,183.			
c Adjusted net income (if negative, enter -0-)					

NE
23

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		5,716.	-353.	-353.
	2	Savings and temporary cash investments		315,696.	1,140,064.	1,140,064.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ *		*	2.	
		Less allowance for doubtful accounts ▶	NONE	22,115.	2.	
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) .	STMT 17	1,576,839.	771,288.	769,520.
	b	Investments - corporate stock (attach schedule) .	STMT 21	7,282,177.	6,148,587.	8,012,160.
	c	Investments - corporate bonds (attach schedule) .	STMT 46	582,393.	261,809.	261,197.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶ (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)	STMT 50	3,582,070.	2,643,300.	3,180,762.
14		Land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶ (attach schedule)				
15		Other assets (describe ▶)	STMT 57	167,088.		
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		13,534,094.	10,964,697.	13,363,350.
Net Assets or Fund Balances	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)			NONE	
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		13,534,094.	10,964,697.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		13,534,094.	10,964,697.	
	31	Total liabilities and net assets/fund balances (see instructions)		13,534,094.	10,964,697.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,534,094.
2	Enter amount from Part I, line 27a	2	-2,638,499.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 58	3	77,816.
4	Add lines 1, 2, and 3	4	10,973,411.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 59	5	8,714.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,964,697.

Form 990-PF (2013)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 11,929,517.		11,406,849.	522,668.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			522,668.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	522,668.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (for tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	3,328,154.	14,874,740.	0.223745
2011	4,266,263.	19,251,608.	0.221606
2010	1,612,469.	19,737,614.	0.081695
2009	1,488,219.	18,354,399.	0.081082
2008	716,679.	22,837,549.	0.031382
2 Total of line 1, column (d)			2 0.639510
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.127902
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 13,338,392.
5 Multiply line 4 by line 3			5 1,706,007.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,022.
7 Add lines 5 and 6			7 1,713,029.
8 Enter qualifying distributions from Part XII, line 4			8 3,348,928.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	7,022.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	7,022.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	7,022.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	15,353.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	15,353.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,331.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ 7,024. Refunded ☐	11	1,307.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ SEE STATEMENT 60 Telephone no ☐			
Located at ☐ ZIP+4 ☐				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		☐
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes	☐ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes	☒ No
If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Form 990-PF (2013)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAN WILSON	FOUNDATION DIREC			
531 COTTON BLOSSOM CIR, GASTONIA, NC 28054	10	-0-	-0-	-0-
W DUKE KIMBRELL	FAMILY DIRECTOR			
531 COTTON BLOSSOM CIRCLE, GASTONIA, NC 28054	10	-0-	-0-	-0-
PAMELA K WARLICK	FAMILY DIRECTOR			
531 COTTON BLOSSOM CIR, GASTONIA, NC 28054	10	-0-	-0-	-0-
SHEPARD K HALSCH	FAMILY DIRECTOR			
531 COTTON BLOSSOM CIRCLE, GASTONIA, NC 28054	10	-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

Form 990-PF (2013)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2013)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,785,015.
b	Average of monthly cash balances	1b	756,500.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	13,541,515.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	13,541,515.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	203,123.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	13,338,392.
6	Minimum investment return. Enter 5% of line 5	6	666,920.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	666,920.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,022.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,022.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	659,898.
4	Recoveries of amounts treated as qualifying distributions	4	60.
5	Add lines 3 and 4	5	659,958.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	659,958.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,348,928.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	3,348,928.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	7,022.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,341,906.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				659,958.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	578,211.			
c From 2010	638,680.			
d From 2011	3,337,137.			
e From 2012	2,592,889.			
f Total of lines 3a through e	7,146,917.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>3,348,928.</u>				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				659,958.
e Remaining amount distributed out of corpus	2,688,970.			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,835,887.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	9,835,887.			
10 Analysis of line 9				
a Excess from 2009	578,211.			
b Excess from 2010	638,680.			
c Excess from 2011	3,337,137.			
d Excess from 2012	2,592,889.			
e Excess from 2013	2,688,970.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).				
(3) Largest amount of support from an exempt organization.				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 68				3,348,928.
Total			▶ 3a	3,348,928.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	242,976.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	522,668.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b <u>US TAX REFUND</u>			1	13,488.		
c <u>RECOVERY</u>			1	60.		
d <u>LAZARD EMERING MKT</u>			1	14,122.		
e <u>FUTURES</u>			1	2,939.		
12 Subtotal Add columns (b), (d), and (e)				796,253.		
13 Total. Add line 12, columns (b), (d), and (e)					13	796,253.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | |
|--|-----|----|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions.</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | Yes | No |
| | | |
| 1a(1) | | X |
| 1a(2) | | X |
| | | |
| 1b(1) | | X |
| 1b(2) | | X |
| 1b(3) | | X |
| 1b(4) | | X |
| 1b(5) | | X |
| 1b(6) | | X |
| 1c | | X |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	 Signature of officer or trustee	5/21/2014 Date	VP and Treasurer TRUSTEE Title
W DUKE KIMBRELL FAMILY FD			
May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No			

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	DAVID APPLE		05/21/2014		P00555848
	Firm's name	Firm's EIN			
	► WELLS FARGO BANK, N.A.	► 94-3080771			
	Firm's address	Phone no			
	► 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28262	800-691-8916			

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABB LTD SPONSORED ADR	688.	688.
AFLAC INC COM	662.	662.
AQR MANAGED FUTURES STR-I #15213	562.	562.
AT&T INC	4,942.	4,942.
ABBVIE INC	883.	883.
ABERDEEN EMERG MARKETS-INST #5840	6,389.	6,389.
ACADIA REALTY TRUST	32.	32.
ADVANCE AUTO PARTS COM	11.	11.
AGILENT TECHNOLOGIES INC COM	438.	438.
AIR PRODS & CHEMICALS INC COM W/ RTS TO	1,617.	1,617.
AIRGAS INC COM	166.	166.
ALBEMARLE CORP COM	828.	828.
ALEXANDRIA REAL ESTATE EQUITIES INC COM	330.	291.
ALLEGHENY TECHNOLOGIES INC COM	536.	536.
ALTRIA GROUP INC	2,269.	2,269.
ALTRIA GROUP INC 10.200% 2/06/39	1,685.	1,685.
AMERICA MOVIL SAB DE 5.000% 3/30/20	27.	27.
AMERICA MOVIL SAB DE 5.000% 10/16/19	117.	117.
AMERICAN ASSETS TRUST INC	133.	130.
AMERICAN CAMPUS CMNTYS INC	133.	118.
AMERICAN ELEC PWR CO INC COM	495.	495.
AMERICAN EXPRESS CO COM	671.	671.
AMERICAN INTL GROUP 6.400% 12/15/20	537.	537.
AMERICAN WATER WORKS CO INC/NE	322.	322.
AMERISOURCEBERGEN CORP COM	65.	65.
APACHE CORP COM RTS EXP 01/31/2006	158.	158.
APPLIED MATERIALS IN 5.850% 6/15/41	50.	50.
ARMADA HOFFLER PROPERTIES IN	64.	11.
ASHLAND INC NEW COM	607.	607.
ASTRAZENECA PLC SPONSORED ADR	2,528.	2,528.
AUTOMATIC DATA PROCESSING INC COM	748.	748.
AUTOZONE INC 3.125% 7/15/23	27.	27.
DMK619 D60M 05/21/2014 11:50:36		

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AVALONBAY CMNTYS INC COM	267.	267.
AVIV REIT INC	99.	17.
AXA	2.	2.
BB&T CORP COM	569.	569.
BCE INC	1,239.	1,239.
BP PLC SPONSORED ADR	1,778.	1,778.
BRE PPTYS INC CL A	62.	62.
BABCOCK & WILCOX CO	10.	10.
BAKER HUGHES INC COM	156.	156.
BANC ONE CORP DEBS	222.	222.
BANC OF AMERICA COM	959.	959.
BANCO DO BRASIL SA ADR	152.	152.
BANK AMER CORP COM	46.	46.
BANK OF AMERICA CORP	29.	29.
BANK OF AMERICA CORP	38.	38.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	2,406.	2,406.
BEAM INC	171.	171.
BELDEN INC	35.	35.
BIOMED RLTY TR INC	435.	435.
BLACKROCK INC	1,680.	1,680.
BOSTON PPTYS INC COM	263.	263.
BRISTOL-MYERS SQUIBB CO COM	1,008.	1,008.
BROWN & BROWN INC COM	95.	95.
BUNGE LIMITED FINANC	74.	74.
CIGNA CORP COM	8.	8.
CMS ENERGY CORP COM	94.	94.
CNH EQUIPMENT TRUST	326.	326.
CAMDEN PROPERTY TRUST	183.	183.
CAMECO CORP COM	300.	300.
CAPITAL ONE BANK USA	240.	240.
CARDINAL HLTH INC COM	212.	212.
CARNIVAL CORP PAIRED CTF 1 COM	743.	743.
CARNIVAL CORP	78.	76.

DMK619 D60M 05/21/2014 11:50:36

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CARPENTER TECHNOLOGY CORP COM	93.	93.
CELADON GRP INC COM W/RIGHTS ATTACHED EX	12.	12.
CHEVRONTXACO CORP COM	2,109.	2,109.
CHICAGO BRIDGE & IRON NY SHS	34.	34.
CHUBB CORP COM	181.	181.
VR CITIGROUP INC 0.512% 6/09/16	71.	71.
CITIGROUP INC 6.125% 8/25/36	360.	360.
CITIGROUP INC 4.050% 7/30/22	133.	133.
CLOROX CO COM	64.	64.
COACH INC COM W/RTS ATTACHED EXP 5/2/201	492.	492.
COCA-COLA CO COM	308.	308.
CONOCOPHILLIPS COM	1,912.	1,912.
COOPER COS INC COM NEW	8.	8.
CORNING INC COM W/RTS EXP 07/15/2006	634.	634.
CORPORATE EXECUTIVE BOARD CO COM	72.	72.
CREDIT SUISSE 5.400% 1/14/20	152.	152.
CUBESMART	58.	58.
DDR CORP	353.	11.
DSW INC	124.	124.
DARDEN RESTAURANTS INC COM	465.	465.
DIGITAL RLTY TR INC	1,700.	1,700.
DOMINION RES INC VA NEW COM	886.	886.
DOUGLAS EMMETT INC	119.	32.
DOVER CORP COM W/RTS EXP 11/2006	455.	455.
DU PONT E I DE NEMOURS & CO COM	1,184.	1,184.
DUKE ENERGY HOLDING CORP. COM	1,791.	1,791.
DUN & BRADSTREET CORP COM	288.	288.
DUPONT FABROS TECHNOLOGY INC	264.	228.
EPR PROPERTIES	751.	536.
EATON VANCE GLOBAL MACRO - I #0088	2,871.	822.
ENERGEN CORP COM W/RTS	155.	155.
ENERSYS	60.	60.
ENTERPRISE PRODUCTS 4.450% 2/15/43	321.	321.
DMK619 D60M 05/21/2014 11:50:36		

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EQUITY LIFESTYLE PPTYS INC	112.	112.
EQUITY RESIDENTIAL PPTYS TR SH BEN INT	306.	306.
EXELON GENERATION CO 6.250% 10/01/39	417.	417.
EXPERIAN PLC - ADR	180.	180.
EXTRA SPACE STORAGE INC	280.	219.
EXXON MOBIL CORP COM	1,353.	1,353.
FMC CORP COM NEW W/RTS EXP 03/01/2006	170.	170.
FHLMC POOL #Q21792 4.500% 9/01/43	22.	22.
FED FARM CREDIT BK 0.220% 3/27/13	26.	26.
FED HOME LN BK 2.750% 6/08/18	40.	40.
FED FARM CREDIT BK 0.600% 4/16/15	98.	98.
FED HOME LN BK 5.000% 11/17/17	990.	990.
FED HOME LN BK 3.125% 12/13/13	451.	451.
FED NATL MTG ASSN 5.000% 5/11/17	252.	252.
FED NATL MTG ASSN 4.375% 3/15/13	972.	972.
FEDERAL RLTY INVT TR SH BEN INT NEW W/RI	374.	374.
FNMA POOL #AH1684 4.000% 9/01/41	642.	642.
FNMA POOL #AI6349 4.500% 7/01/41	2,643.	2,643.
FNMA POOL #AI8479 5.000% 8/01/41	3,714.	3,714.
FNMA POOL #AJ2293 4.000% 9/01/41	1,308.	1,308.
FNMA POOL #AJ3615 4.000% 11/01/41	2,200.	2,200.
FNMA POOL #AJ9327 3.500% 1/01/42	1,431.	1,431.
FNMA POOL #AP3086 3.000% 9/01/42	981.	981.
FNMA POOL #AP8246 3.500% 9/01/42	1,062.	1,062.
VR FED NATL MTG AS 6.545% 3/25/36	5,204.	5,204.
FNMA POOL #AE0042 5.500% 5/01/40	61.	61.
FIFTH THIRD BANCORP COM	147.	147.
VR FIFTH THIRD 0.672% 12/20/16	123.	123.
FINANCIAL ENGINES INC	21.	21.
FIRST POTOMAC RLTY TR	122.	17.
FREEPORT-MCMORAN C 3.550% 3/01/22	116.	116.
GS MORTGAGE SECURITI 2.318% 5/10/45	175.	175.
VR GS MORTGAGE SEC 5.90668% 5/10/45	246.	246.
DMK619 D60M 05/21/2014 11:50:36		

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
GENERAL ELEC CAP COR 5.300% 2/11/21	265.	265.
GENTEX CORP COM	72.	72.
GENUINE PARTS CO COM W/RIGHTS ATTACHED E	1,454.	1,454.
GENWORTH FINANCIAL 7.700% 6/15/20	471.	471.
GENWORTH FINANCIAL 7.200% 2/15/21	304.	304.
GLAXO SMITHKLINE SPONSORED PLC ADR	1,954.	1,954.
GOLDMAN SACHS GRP INC COM	646.	646.
GOLDMAN SACHS GROUP 5.950% 1/15/27	62.	62.
GOLDMAN SACHS GROUP 6.750% 10/01/37	609.	609.
VR GOVT NATL MTG 1.115% 12/16/52	6,101.	6,101.
VR GOVT NATL MTG 1.141% 9/16/46	2,926.	2,926.
W W GRAINGER INC COM W/RIGHTS ATTACHED E	808.	808.
GRUPO TELEVISIA S.A. 6.000% 5/15/18	219.	219.
HCP INC	1,409.	1,311.
HCP INC 2.625% 2/01/20	109.	109.
HSBC HOLDINGS PLC 6.800% 6/01/38	584.	584.
HARLEY DAVIDSON INC COM W/RIGHTS ATTACHE	218.	218.
OAKMARK INTERNATIONAL FD CL I	13,457.	13,457.
HEALTH CARE PROPERTI 6.000% 1/30/17	1,528.	1,528.
HEALTHCARE REALTY TR 3.750% 4/15/23	11.	11.
HEALTH CARE REIT INC COM	1,600.	821.
HEALTH CARE REIT INC 4.125% 4/01/19	226.	226.
HEALTH CARE REIT INC 3.750% 3/15/23	199.	199.
HELMERICH & PAYNE INC COM W/RTS EXP 01/3	1,326.	1,326.
HERSHEY FOODS CORP COM W/RTS ATTACHED EX	180.	180.
HOST MARRIOTT CORP NEW COM	338.	338.
HUNTSMAN CORP	290.	290.
IAC/INTERACTIVECORP	38.	38.
IMPERIAL TOB GRP PLC SPONSORED ADR	301.	301.
INTL BUSINESS MACHINES CORP COM	105.	105.
INTERNATIONAL PAPER CO COM	819.	819.
INTERPUBLIC GRP COS INC COM	335.	335.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	51.	51.

DMK619 D60M 05/21/2014 11:50:36

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JPMORGAN CHASE & CO 3.375% 5/01/23	151.	151.
JPMBB COMMERCIAL MO 4.1327% 8/15/46	5.	5.
JOHNSON & JOHNSON COM	2,843.	2,843.
JP MORGAN CHASE BANK 6.000% 10/01/17	433.	433.
KENNAMETAL INC COM W/RIGHTS ATTACHED EXP	53.	53.
KEYCORP NEW COM	342.	342.
KEY BANK NA 5.450% 3/03/16	375.	375.
KILROY RLTY CORP COM W/RTS ATTACHED EXP	443.	244.
KIMBERLY-CLARK CORP COM	854.	854.
KINDER MORGAN ENER 3.950% 9/01/22	156.	156.
KNIGHT TRANSN INC COM	20.	20.
KOHL'S CORPORATION 4.000% 11/01/21	126.	126.
KRAFT FOODS GROUP INC	1,564.	1,564.
LSI LOGIC CORP COM	118.	118.
LIBERTY PPTY TR SH BEN INT	383.	383.
LILLY ELI & CO COM W/RTS EXP 7/28/2008	2,524.	2,524.
LINCOLN NATIONAL COR 6.250% 2/15/20	616.	616.
LINEAR TECHNOLOGY CORP COM	1,076.	1,076.
LOCKHEED MARTIN CORP COM	1,291.	1,291.
LORILLARD INC	1,074.	1,074.
MSC INDL DIRECT INC CL A	233.	233.
MACERICH CO COM W/RIGHTS ATTACHED EXPIRI	235.	235.
MACY'S INC	734.	734.
MACYS RETAIL HLDGS 4.375% 9/01/23	4.	4.
MARATHON OIL CORP COM	340.	340.
MARSH & MCLENNAN COS INC COM	67.	67.
MATTEL INC 5.450% 11/01/41	253.	253.
MCDONALDS CORP COM	864.	864.
MCGRAW HILL COS INC	36.	36.
MEADWESTVACO CORP COM W/RTS EXP 1/29/200	453.	453.
MERCK & CO INC NEW	3,856.	3,856.
MERRILL LYNCH & CO 6.050% 5/16/16	146.	146.
VR MERRILL LYNCH 1.040% 9/15/26	70.	70.
DMK619 D60M 05/21/2014 11:50:36		

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MERRILL LYNCH & CO 6.110% 1/29/37	227.	227.
METHODE ELECTRON INC COMMON	23.	23.
METLIFE INC COM	758.	758.
MET LIFE GLOB FUNDIN 7.717% 2/15/19	420.	420.
MICROSOFT CORP COM	2,490.	2,490.
MICROCHIP TECHNOLOGY INC COM W/RTS ATTAC	403.	
MONRO MUFFLER BRAKE INC COM	13.	13.
MONSANTO CO NEW COM	425.	425.
MORGAN STANLEY 4.750% 3/22/17	308.	308.
MORGAN STANLEY 4.875% 11/01/22	401.	401.
VR MORGAN STANLEY 4.21844% 7/15/46	394.	394.
VR MORGAN STANLEY 4.36565% 8/15/46	30.	30.
MOTOROLA SOLUTIONS, INC.	49.	49.
NATIONAL GRID PLC ADR	2,445.	2,445.
NATIONAL RETAIL PPTYS INC	197.	158.
NEW JERSEY ST TPK AU 7.102% 1/01/41	942.	942.
NEWELL RUBBERMAID INC COM	365.	365.
NEWS AMERICA INC 6.650% 11/15/37	259.	259.
NEXEN INC 7.500% 7/30/39	460.	460.
NICE SYSTEMS LTD SPONSORED ADR	59.	59.
NIKE INC CL B COM	315.	315.
NISOURCE INC COM	643.	643.
NORANDA INC 5.500% 6/15/17	497.	497.
NORDEA BANK AB 4.250% 9/21/22	320.	320.
NORDSTROM INC COM	39.	39.
NORFOLK SOUTHN CORP COM W/RIGHTS ATTACHE	1,591.	1,591.
NORTH TEX TWY AUTH 6.718% 1/01/49	672.	672.
NORTHEAST UTILS COM W/RTS ATTACHED EXP 2	529.	529.
NORTHERN TR CORP COM	743.	743.
OCEANEERING INTL INC COMMON	117.	117.
OMNICOM GRP INC COM	1,116.	1,116.
OMEGA HLTHCARE INVS INC COM	92.	76.
ONEOK PARTNERS LP 3.375% 10/01/22	122.	122.
DMK619 D60M 05/21/2014 11:50:36		

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ONEOK PARTNERS LP 5.000% 9/15/23	57.	57.
OXFORD INDS INC COM	120.	120.
POSCO SPONSORED ADR	259.	259.
PNC BANK NA	351.	351.
PPL CORP COM	1,258.	1,258.
PVH CORP	20.	20.
PALL CORP COM	69.	69.
PEGASYSYSTEMS INC	12.	12.
PEPSICO INC COM	1,436.	1,436.
PETROBRAS INTL FIN 5.375% 1/27/21	240.	240.
PETROBRAS INTL FIN 6.750% 1/27/41	189.	189.
PETROBRAS INTL FIN 3.875% 1/27/16	281.	281.
PETROBRAS GLOBAL FIN 5.625% 5/20/43	198.	198.
PETROBRAS GLOBAL FIN 3.000% 1/15/19	31.	31.
PETROLEOS MEXICANOS 4.875% 1/24/22	5.	5.
PHILIP MORRIS INTERNATIONAL IN	761.	761.
PIEDMONT OFFICE REALTY TRU-A	135.	86.
PIER 1 IMPORTS INC COM W/RTS ATTACHED	27.	27.
PIMCO COMMODITY REAL RET STRAT-I#45	1,352.	1,352.
POLYONE CORP-COM	135.	135.
POTASH CORP SASK INC COM W/RTS ATTACHED	308.	308.
POWER INTEGRATIONS INC COM W/RIGHTS ATTA	35.	35.
T ROWE PRICE GRP INC COM	1,155.	1,155.
PROCTER & GAMBLE CO COM	2,122.	2,122.
PRUDENTIAL FINANCIAL 7.375% 6/15/19	451.	451.
PUBLIC STORAGE INC COM	736.	736.
QUESTAR MARKET RESOURCES INC	6.	6.
QUALCOMM INC COM W/RTS ATTACHED	903.	903.
QUESTAR CORP COM W/RTS EXP 03/25/2006	68.	68.
RLJ LODGING TRUST	197.	197.
RAMCO-GERSHENSON PPTYS TR COM	142.	125.
RAYMOND JAMES FINL INC COM	109.	109.
REALTY INCOME CORP COM	315.	193.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
REGENCY CENTERS CORP REIT	300.	300.
REINSURANCE GRP OF 6.450% 11/15/19	652.	652.
RESMED INC COM	89.	89.
RETAIL OPPORTUNITY INVESTMENTS CORP	185.	73.
RETAIL PROPERTIES OF AME-A	113.	47.
REYNOLDS AMERICAN INC	2,081.	2,081.
ROYAL DUTCH SHELL PLC ADR	2,203.	2,203.
ST JUDE MED INC COM W/RTS ATTACHED EXP 0	258.	258.
SCHLUMBERGER LTD COM	600.	600.
SELECT INCOME	48.	48.
SEMPRA ENERGY 9.800% 2/15/19	980.	980.
SENIOR HSG PPTYS TR SH BEN INT	621.	470.
SIEMENS A G SPONSORED ADR	400.	400.
SIMON PPTY GRP INC NEW COM	1,437.	1,437.
SIMON PROPERTY GROU 10.350% 4/01/19	1,035.	1,035.
SMITH A O CORP CL B	90.	90.
SOUTHERN CO COM	1,768.	1,768.
STAGE STORES INC	109.	109.
STANLEY BLACK & DECKER, INC.	242.	242.
STARWOOD HOTELS & RESORTS WORLDWIDE	149.	149.
STATE STR CORP COM	356.	356.
STRYKER CORP COM	848.	848.
SUNTRUST BANK 7.250% 3/15/18	691.	691.
SUNTRUST BKS INC COM	216.	216.
TARGET CORP COM	1,517.	1,517.
TAUBMAN CTRS INC COM	205.	178.
TEMPLETON GLOBAL BOND FD-ADV #616	8,647.	8,647.
TENNANT CO COM W/RTS ATTACHED	113.	113.
TEXAS INSTRS INC COM	1,766.	1,766.
3M CO COM	894.	894.
TIME WARNER CABLE IN 5.875% 11/15/40	75.	75.
TIME WARNER CABLE IN 4.500% 9/15/42	443.	443.
TOTAL FINA ELF S A SPONSORED ADR	2,579.	2,579.
DMK619 D60M 05/21/2014 11:50:36		

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
TOTAL SYS SVCS INC COM	52.	52.
TRACTOR SUPPLY CO COM	52.	52.
TYSON FOODS INC 4.500% 6/15/22	154.	154.
UBS AG STAMFORD CT 5.875% 7/15/16	557.	557.
UNILEVER PLC SPONSORED ADR NEW	386.	386.
UNION PAC CORP COM	686.	686.
UNITED PARCEL SERVICE CL B COM	2,393.	2,393.
UNITED STATES TREAS BD DTD 11/16/98 5.25	140.	140.
US TREASURY BOND 4.500% 2/15/36	-77.	-77.
US TREASURY BOND 3.125% 2/15/43	58.	58.
US TREASURY BOND 3.625% 8/15/43	-143.	-143.
US TREASURY NOTE 0.500% 10/15/13	186.	186.
US TREASURY NOTE 0.625% 2/28/13	1,060.	1,060.
US TREASURY NOTE 0.375% 6/30/13	167.	167.
US TREASURY NOTE 1.500% 8/31/18	36.	36.
US TREASURY NOTE 1.375% 9/30/18	117.	117.
US TREASURY NOTE 0.125% 12/31/13	45.	45.
US TREASURY NOTE 0.375% 4/15/15	324.	324.
US TREASURY NOTE 0.750% 10/31/17	175.	175.
US TREASURY NOTE 1.625% 11/15/22	141.	141.
US TREASURY NOTE 0.250% 11/30/14	70.	70.
US TREASURY NOTE 0.750% 12/31/17	119.	119.
US TREASURY NOTE 0.250% 1/31/15	67.	67.
US TREASURY NOTE 2.000% 2/15/23	35.	35.
US TREASURY NOTE 0.750% 2/28/18	59.	59.
US TREASURY NOTE 0.125% 4/30/15	17.	17.
US TREASURY NOTE 0.250% 6/30/15	39.	39.
US TREASURY NOTE 0.250% 7/31/15	58.	58.
US TREASURY NOTE 1.375% 7/31/18	21.	21.
US TREASURY NOTE 2.500% 8/15/23	15.	15.
US TREASURY NOTE 0.375% 8/31/15	132.	132.
US TREASURY NOTE 0.250% 10/31/15	-5.	-5.
US TREASURY NOTE 1.250% 10/31/18	2.	2.
DMK619 D60M 05/21/2014 11:50:36		

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
UNITED TECHNOLOGIES CORP COM	2,195.	2,195.
VENTAS INC-COM	844.	844.
VERIZON COMMUNICATIONS COM	1,979.	1,979.
VODAFONE GROUP PLC SPONSORED ADR	2,384.	2,384.
VORNADO RLTY TR COM	540.	540.
WPP FINANCE 2010 3.625% 9/07/22	389.	389.
WALGREEN CO COM W/RTS ATTACHED EXP 08/21	1,522.	1,522.
WEATHERFORD INTL LTD 4.500% 4/15/22	231.	231.
WELLS FARGO & COMPAN 3.450% 2/13/23	31.	31.
WEST PHARMACEUTICAL SVCS INC-COM	70.	70.
WESTERN UN CO 6.200% 11/17/36	657.	657.
WESTERN UNION CO/THE 5.253% 4/01/20	124.	124.
WESTERN UNION CO/THE 2.875% 12/10/17	17.	17.
WHIRLPOOL CORP COM W/RTS ATTACHED EXP 05	69.	69.
WILLIAMS COS INC COM W/RTS ATTACHED	2,276.	2,276.
WILLIAMS SONOMA INC COM	198.	198.
WINDSTREAM CORP	384.	188.
WORLD FINANCIAL NETW 3.960% 4/15/19	581.	581.
WYNDHAM WORLDWIDE 4.250% 3/01/22	375.	375.
WYNN RESORTS LTD	344.	344.
XCEL ENERGY INC COM	194.	194.
XEROX CORP COM W/RTS ATTACHED EXP 4/16/2	572.	572.
XEROX CORPORATION 6.350% 5/15/18	293.	293.
ZOETIS INC	77.	77.
XSTRATA FINANCE CANA 4.000% 10/25/22	1.	1.
BANCO BRADESCO (CAYM 5.900% 1/16/21	174.	174.
ACCENTURE PLC	853.	853.
EATON CORP PLC	972.	620.
ENSCO PLC-CL A	1,875.	1,875.
INGERSOLL-RAND PLC	382.	382.
INVESCO LIMITED	416.	416.
PARTNERRE LTD COM	422.	422.
UTI WORLDWIDE INC COM	17.	17.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
WILLIS GROUP HOLDINGS PLC	1,376.	1,376.
ACE LIMITED	1,102.	1,102.
PENTAIR, LTD.	405.	405.
TYCO INTERNATIONAL LTD NEW	462.	462.
CORE LABS NV	44.	44.
NIELSEN HOLDINGS B.V.	44.	44.
FED CASH RES 125	19.	19.
AVAGO TECHNOLOGIES LTD	100.	100.
	-----	-----
TOTAL	242,976.	237,261.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
US TAX REFUND	13,488.	
RECOVERY	60.	
LAZARD EMERGING MARKETS	14,122.	14,122.
FUTURE PROCEEDS	2,939.	2,939.
	-----	-----
TOTALS	30,609.	17,061.
	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CUSTODIAN & MANAGEMENT FEES (A	40,992.	40,992.
INVESTMENT MGMT FEES-SUBJECT T	31,434.	31,434.
	-----	-----
TOTALS	72,426.	72,426.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	849.	849.
FEDERAL ESTIMATES - PRINCIPAL	11,017.	
FOREIGN TAXES ON QUALIFIED FOR	1,287.	1,287.
FOREIGN TAXES ON NONQUALIFIED	124.	124.
	-----	-----
TOTALS	13,277.	2,260.
	=====	=====

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FEES	121.	121.
TOTALS	----- 121. =====	----- 121. =====

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---

465562106	ITAU UNIBANCO BANCO	
31419GSA3	FED NATL MTG ASSN	
31412QJSJ9	FED NATL MTG ASSN	
31412UPU8	FED NATL MTG ASSN	
31412UZX1	FED NATL MTG ASSN	
912803CK7	US TREASURY SEC STRI	
912810QL5	US TREASURY BOND	
912810FF0	US TREASURY BOND	
912828NM8	US TREASURY INFLATIO	
912828NB2	US TREASURY NOTE	
912828PU8	US TREASURY NOTE	
912828PC8	US TREASURY NOTE	
912828PV6	US TREASURY NOTE	
912828PJ3	US TREASURY NOTE	
15200DAC1	CENTERPOINT ENER	
02209SAH6	ALTRIA GROUP	
06051GEC9	BANK OF AMERICA	
06051GEA3	BANK OF AMERICA	
06050BAA9	BANK OF AMERICA	
06739GBP3	BARCLAYS BANK PLC	
15200DAD9	CENTERPOINT ENER TRA	
172967FD8	CITIGROUP INC	
172967FF3	CITIGROUP INC	
22541HCC4	CREDIT SUISSE NEW YO	
294429AG0	EQUIFAX INC	
30161MAE3	EXELON GENERATION	
31677AAA2	FIFTH THIRD BK CINCI	
36967HAD9	GENERAL ELEC. CAP	
36962G4R2	GENERAL ELEC CAP	

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---

38141EA58 GOLDMAN SACHS GROUP		
40049JAX5 GRUPO TELEVISA		
40414LAA7 HCP INC		
421915EJ4 HEALTH CARE PROPERTI		
42217KAM8 HEALTH CARE REIT		
481247AA2 JPMORGAN CHASE & CO		
481247AE4 JPMORGAN CHASE & CO		
534187AY5 LINCOLN NATIONAL COR		
5901884M7 MERRILL LYNCH & CO		
59156RAU2 METLIFE INC		
655422AU7 NORANDA INC		
682134AC5 OMNICOM GROUP		
74432QAY1 PRUDENTIAL FINAN		
759351AG4 REINSURANCE GRP OF		
816851AK5 SEMPRA ENERGY		
828807CA3 SIMON PROPERTY GROUP		
86787GAF9 SUNTRUST BANK		
87927VAV0 TELECOM ITALIA CAPI		
94707VAB6 WEATHERFORD INTL		
959802AH2 WESTERN UN CO		
984121BY8 XEROX CORPORATION		
3133XQU34 FED HOME LN BK		
3129345H1 FED HOME LN MTG		
312943B93 FED HOME LN MTG		
3128PQ4X6 FED HOME LN MTG		
31398AXJ6 FED NATL MTG ASSN		
31359MSL8 FED NATL MTG ASSN		
31416M4K7 FED NATL MTG		
31416WEZ1 FED NATL MTG		

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
31418QUC5 FED NATL MTG		
31418UWG5 FED NATL MTG		
31418UXW9 FED NATL MTG		
224044BF3 COX COMMUNICATIONS		
20030NAP6 COMCAST CORP		
313373UU4 FED HOME LN BK	17,344.	17,118.
3133XMQ87 FED HOME LN BK		
31359M7X5 FED NATL MTG ASSN		
3138A22S7 FNMA POOL #AH1684	16,305.	16,209.
3138AHTD8 FED NATL MTG A		
3138AKW21 FED NATL MTG		
3138ALBT3 FNMA POOL #AI6349	54,774.	56,161.
3138ALTT4 FED NATL MTG		
3138ANMT7 FED NATL MTG ASS		
3138ANM59 FNMA POOL #AI8479	75,326.	76,776.
3138ATRP7 FNMA POOL #AJ2293	31,699.	31,427.
3138AVAR6 FNMA POOL #AJ3615	31,849.	31,448.
912828QD5 TREASURY INFLATION		
912803CK7 US TREASURY SEC STR		
912810QT8 US TREASURY BOND		
912810FF0 US TREASURY BOND		
912828NM8 US TREASURY INFLATIO		
912828NB2 US TREASURY NOTE		
912828RQ5 US TREASURY NOTE		
912828RR3 US TREASURY NOTE		
912828RS1 US TREASURY NOTE		
912828RU6 US TREASURY NOTE		
646139X83 NEW JERSEY ST TPK	11,831.	12,154.
66285WFB7 NORTH TEX TWY AUTH		

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
912828QD5 TREASURY INFLATION		
3133EALP1 FED FARM CREDIT BK		
3138E2LH6 FNMA POOL #AJ9327	30,884.	29,762.
3138M6NC7 FNMA POOL #AP3086	29,043.	26,757.
3138MCEU4 FNMA POOL #AP8246		
912810FT0 US TREASURY BOND	33,870.	33,380.
912828QK9 US TREASURY NOTE		
912828SP6 US TREASURY NOTE		
912828TW0 US TREASURY NOTE		
912828TY6 US TREASURY NOTE		
912828TZ3 US TREASURY NOTE		
3132JN7D3 FHLMC POOL #Q21792	10,794.	10,619.
31419ABL0 FNMA POOL #AE0042	23,810.	24,407.
912810RC4 US TREASURY BOND	23,960.	23,610.
912828A34 US TREASURY NOTE	4,946.	4,893.
912828SG6 US TREASURY NOTE	200,106.	200,046.
912828WB2 US TREASURY NOTE	174,747.	174,753.
	-----	-----
TOTALS	771,288.	769,520.
	=====	=====

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
55616P104 MACY'S INC	28,564.	59,274.
654106103 NIKE INC CL B	16,136.	39,320.
92927K102 WABCO HOLDINGS INC	14,873.	48,106.
254687106 WALT DISNEY CO	15,033.	37,436.
959802109 WESTERN UNION CO		
126650100 CVS/CAREMARK		
037411105 APACHE CORP	21,937.	17,618.
057224107 BAKER HUGHES INC COM	12,165.	14,368.
13342B105 CAMERON INTL CORP	64,565.	88,402.
060505104 BANK OF AMERICA CORP	30,329.	17,921.
38141G104 GOLDMAN SACHS GROUP	52,192.	55,837.
59156R108 METLIFE INC	27,070.	40,440.
949746101 WELLS FARGO & CO		
071813109 BAXTER INTL INC	48,681.	54,945.
74834L100 QUEST DIAGNOSTICS IN		
278058102 EATON CORP		
469814107 JACOBS ENGR GROUP IN	21,931.	34,330.
539830109 LOCKHEED MARTIN CORP	12,285.	40,138.
907818108 UNION PACIFIC CORP	15,686.	40,320.
911312106 UNITED PARCEL SERVIC	66,895.	101,402.
913017109 UNITED TECHNOLOGIES	82,007.	113,800.
903293405 USG CORP COM NEW	10,674.	21,285.
88579Y101 3M CO	21,641.	49,368.
00846U101 AGILENT TECHNOLOGIES	41,407.	67,770.
053015103 AUTOMATIC DATA PROCE	18,168.	34,744.
428236103 HEWLETT PACKARD CO		
594918104 MICROSOFT CORP	79,196.	99,324.
984121103 XEROX CORP	29,021.	32,372.
009158106 AIR PRODS & CHEMS IN		

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
01741R102 ALLEGHENY TECHNOLOGI		
61166W101 MONSANTO CO NEW	30,142.	26,544.
000375204 ABB LTD - ADR	19,225.	30,303.
G1151C101 ACCENTURE PLC	19,086.	25,232.
143658300 CARNIVAL CORP	21,010.	40,288.
G47791101 INGERSOLL-RAND PLC		
806857108 SCHLUMBERGER LTD	9,935.	20,328.
009126202 AIR LIQUIDE - ADR	35,042.	44,604.
H01301102 ALCON INC		
018805101 ALLIANZ SE ADR		
02364W105 AMERICA MOVIL S.A.B.		
042068106 ARM HOLDINGS PLC		
049255706 ATLAS COPCO AB		
055434203 BG GROUP PLC - ADR		
G16962105 BUNGE LIMITED		
138006309 CANON INC - ADR		
143658300 CARNIVAL CORP		
1640R109 CHINA RESOURCES		
191459205 COCHLER LIMITED		
12637N105 CSL LIMITED		
237545108 DASSAULT SYSTEMS		
23304Y100 DBS GROUP HOLDINGS		
292505104 ENCANA CORP		
296036304 ERSTE GROUP BANK		
307305102 FANUC LTD		
358029106 FRESENIUS MEDICAL AG		
443251103 HOYA CORP		
404280406 HSBC - ADR		
45104G104 ICIC BANK LTD		

THE W DUKE KIMRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---

453038408	IMPERIAL OIL LTD	
48206M102	JUPITER TELECOM-UNSP	
502117203	L'OREAL - ADR	
501897102	LI & FUNG LTD	
H50430232	LOGITECH INTERNAT	
54338V101	LONZA GROUP AG ADR	
502441306	LVMH MOET HENNESSY U	
62474M108	MTN GROUP LTD ADR	
641069406	NESTLE S.A. REGISTER	
670100205	NOVO NORDISK A/S	
71654V101	PETROLEO BRASILEIRO	
N72482107	QIAGEN N.V.	
771195104	ROCHE HOLDINGS LTD -	
803054204	SAP AG - ADR	
803866300	SASOL LIMITED - ADR	
806857108	SCHLUMBERGER LTD	
80687P106	SCHNEIDE ELECTRIC	
870123106	SWATCH GROUP	
874039100	TAIWAN SEMICONDUCTOR	
881575302	TESCO PLC - ADR	
881624209	TEVA PHARMACEUTICAL	
900148701	TURKIYE GARANTI BANK	
90460M105	UNICHARM CORPORATION	
9047767704	UNILEVER PLC	
93114W107	WAL-MART DE MEXICO	
92933H101	WPP GROUP PLC AMERIC	
368287207	OA0 GAZPROM LEVEL 1	
018805101	ALLIANZ SE	
043400100	ASAHI KASEI CORP ADR	

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
046353108 ASTRAZENECA PLC ADR		
054536107 AXA - ADR		
05523R107 BAE SYSTEMS PLC		
05946K101 BANCO BILBAO VIZCAY		
05964H105 BANCO SANTANDER		
05964H105 BANCO SANTANDER		
06426M104 BANK OF CHINA		
055262505 BASF AKTIENGESSELLSCH		
055434203 BG GROUP PLC - ADR		
088606108 BHP BILLITON LIMITED		
05565A202 BNP PARIBAS - ADR		
153766100 CENTRAL JAPAN RAI-UN		
20441B407 COMP. PARANAENSE DE		
225401108 CREDIT SUISSE GROUP		
23304Y100 DBS GROUP HOLDINGS L		
25030W100 DESARROLLADORA HOMEX		
251561304 DEUTSCHE LUFTHANSA A		
26874R108 ENI SPA - ADR		
344419106 FOMENTO ECONOMICO ME		
359590304 FUJITSU LIMITED - A		
37733W105 GLAXOSMITHKLINE PLC		
410693105 HANNOVER REINS CORP		
448415208 HUTCHISON WHAMPOA LI		
48667L106 KDDI CORPORATION		
500467402 KONINKLIJKE AHOLD NV		
505861401 LAFARGE - ADR		
584469407 MEDIASET S P A		
606769305 MITSUBISHI CORPORATI		
62474M108 MTN GROUP LTD		
	36,940.	45,893.
	32,325.	38,921.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
632525408 NATIONAL AUSTRALIA B		
64110W102 NETEASE.COM		
66987V109 NOVARTIS AG - ADR		
74435K204 PRUDENTIAL PLC - ADR		
758204200 REED ELSEVIER N V AD		
761655406 REXAM PLC - ADR		
771195104 ROCHE HOLDINGS LTD -		
775781206 ROLLS ROYCE GROUP		
780259107 ROYAL DUTCH SHELL PL		
813113206 SECOM LTD UNSPON		
83175M205 SMITH & NEPHEW PLC -		
83364L109 SOCIETE GENERALE - A		
85771P102 STATOIL ASA ADR		
87425E103 TALISMAN ENERGY INC		
879382208 TELEFONICA SA - ADR		
87944W105 TELENOR ASA - ADR		
87260W101 TNT N V		
913702200 USINAS SIDERURGICAS		
98418K105 XSTRATA PLC		
98982M107 ZURICH FINANCIAL		
02913V103 AMERICAN PUBLIC		
09180C106 BJS RESTAURANTS INC		
251893103 DEVRY INC DEL		
23334L102 DSW INC		
36467W109 GAMESTOP CORP		
371901109 GENTEX CORP		
37947B103 GLOBAL TRAFFIC NETWO		
53217R207 LIFE TIME FITNESS IN		
501889208 LKQ CORP		
	46,494.	47,319.
	2,692.	14,101.
	7,553.	11,515.
	1,628.	6,909.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
781182100 RUBY TUESDY		
892356106 TRACTOR SUPPLY CO CO	785.	7,448.
90384S303 ULTA SALON COSMETICS	411.	5,791.
989817101 ZUMIEZ INC	3,701.	4,420.
10567B109 BRAVO BRIO RESTAURAN		
28660G106 ELIZABETH ARDEN INC	4,727.	6,204.
911163103 UNITED NAT FOODS INC	4,900.	15,832.
050095108 ATWOOD OCEANICS INC	1,991.	4,485.
109178103 BRIGHAM EXPLORATION		
761565100 REX ENERGY CORP	4,687.	8,377.
29977A105 EVERCORE PARTNERS		
216648402 COOPER COS INC COM N	1,539.	12,384.
29481V108 ERESEARCHTECHNO		
55027E102 LUMINEX CORP	5,963.	6,208.
572901106 MARTEK BIOSCIENCES		
584045108 MEDASSETS INC		
589584101 MERIDIAN BIOSCIENCE		
761152107 RESMED INC	1,526.	4,661.
83568G104 SOMOSITE INC		
928645100 VOLCANO CORP		
049164205 ATLAS AIR WORLDWIDE		
077454106 BELDEN INC	5,000.	14,090.
150838100 CELADON GROUP INC		
22025Y407 CORRECTIONS CORP		
29275Y102 ENERSYS	3,323.	12,266.
421906108 HEALTHCARE SVCS		
45773Y105 INNERWORKINGS INC	4,145.	2,921.
489170100 KENNAME TAL INC		
499064103 KNIGHT TRANSN INC CO		

FORM 990PF, PART II - CORPORATE STOCK
 =====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
596278101 MIDDLEBY CORP	2,957.	9,589.
60740F105 MOBILE MINI INC	5,132.	11,860.
553530106 MSC INDL DIRECT INC	21,271.	26,849.
73179V103 POLYPORE INTERNATIONAL	2,647.	4,863.
784153108 SFN GROUP INC		
880345103 TENNANT CO	4,463.	9,154.
929566107 WABASH NATL		
005125109 ACXION CORP COM	8,921.	20,524.
018581108 ALLIANCE DATA SYS CO	1,854.	12,884.
04033V203 ARIBA INC		
049513104 ATMEL CORP		
00207R101 ATMI INC COM	3,941.	4,985.
1273787108 CADENCE DESIGN		
206708109 CONCUR TECHNOL	5,090.	15,386.
242309102 DEALERTRACK TECHNOLO		
25388B104 DIGITAL RIVER	3,452.	4,429.
254543101 DIODES INC		
45071R109 IXIA COM	3,696.	6,884.
594901100 MICROS SYS INC		
595137100 MICROSEMI CORP	2,308.	7,958.
64115T104 NETSCOUT SYSTEMS	3,414.	6,639.
62914B100 NIC INC		
705573103 PEGASYSYSTEMS INC	3,322.	5,303.
73172K104 POLYCOM INC		
739276103 POWER INTERGRATIONS	7,788.	13,530.
75025N102 RADIANT SYSTEMS INC		
76657R106 RIGHTNOW TECHNOLOG		
775133101 ROGERS CORP COM		
779376102 ROVI CORPORATION		

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
803062108 SAPIENT CORP COM	5,227.	10,416.
86800U104 SUPER MICRO COM		
87162H103 SYNTEL INC	1,598.	5,457.
880770102 TERADYNE INC	3,770.	7,136.
90385D107 ULTIMATE SOFTWARE GR	1,962.	11,492.
012653101 ALBEMARLE CORP COM	44,857.	56,164.
167250109 CHICAGO BRIDGE & IRO	1,494.	12,887.
N22717107 CORE LABORATORIES N		
45245E109 IMAX CORP COM	3,844.	6,338.
653656108 NICE SYSTEMS LTD. -	2,243.	3,973.
653905109 NIKO RES LTD		
79780P104 SAN GOLD CORP		
903914109 ULTRA PETROLEUM		
G87210103 UTI WORLDWIDE INC		
466367109 JACK IN THE BOX	5,642.	4,864.
405217100 HAIN CELESTIAL GROUP		
06846N104 BARRETT BILL GROUP		
88162F105 TETRA TECHNOLOG		
909218109 UNIT CORP		
91851C201 VAALCO ENERGY		
37637Q105 GLACIER BANCORP		
450828108 IBERIABANC CORP		
482423100 KBW INC		
55264U108 MB FINANCIAL BANK		
904214103 UMPQUA HOLDINGS		
009128307 AIR METHOD CORP		
01642T108 ALKERMES INC		
01988P108 ALLSCRIPTS HEALTHCAR		
292756202 ENERGYSOLUTIONS		

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---

29481V108 ERESEARCHTECHNOL		
457733103 INSPIRE PHARMACE		
464330109 ISIS PHARMACE		
62855J104 MYRIAD GENETICS		
885175307 THORATEC LABORATOR		
98235T107 WRIGHT MEDICAL GROUP		
007094105 ADMINISTAFF INC COM		
040790107 ARKANSAS BEST CORP		
156710105 CERADYNE INC		
184496107 CLEAN HARBORS INC		
029683109 AMERICAN SOFTWARE		
285229100 ELECTRO SCIENTIFIC		
303250104 FAIR ISSAC, INC		
46600W106 XYS CORP		
536252109 LIONBRIDGE TECHNOL		
683718308 OPENWAVE SYS		
699173209 PARAMETRIC TECHNOLOG		
82705T102 SILICON IMAGE		
87929J103 TELECOMMUNICATION		
879939106 TELETCH HOLDINGS		
88632Q103 TIBCO SOFTWARE		
904034105 ULTRATECH INC		
92230Y104 VASCO DATA SEC		
117421107 BRUSH ENGINEERED		
129603106 CALGON CARGON CORP		
440694305 HORSEHEAD HOLDING		
603158106 MINERALS TECHNOLO		
19239V302 COGENT COMMUNICATION		
367299203 GASTAR EXPLORATION L		

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
023135106 AMAZON COM		
741503403PRICELINE COM		
25490A101 THE DIRECTV GROUP		
988498101 YUM BRANDS		
845467109 SOUTHWESTERN ENERGY		
025816109 AMERICAN EXPRESS CO		
12572Q105 CME GROUP INC	40,208.	63,511.
74144T108 T ROWE PRICE GROUP I		
018490102 ALLERGAN INC	46,295.	63,665.
151020104 CELENE CORP		
46120E602 INTUITIVE SURGICAL		
302130109 EXPEDITORS INTL		
336433107 FIRST SOLAR INC		
037833100 APPLE INC		
192446102 COGNIZANT TECH		
68389X105 ORACLE CORPO		
747525103 QUALCOMM INC		
92826C839 VISA INC-CLASS		
74005P104 PRAXAIR INC COM		
029912201 AMERICAN TOWER SYSTE		
760975102 RESEARCH IN MOTION		
002896207 ABERCROMBIE & FITCH		
099724106 BORG WARNER INC		
169656105 CHIPOTLE MEXICAN GRI		
189754104 COACH INC		
243537107 DECKERS OUTDOOR CORP		
253393102 DICKS SPORTING GOODS		
344849104 FOOT LOCKER INC		
349882100 FOSSIL INC COM		
	55,508.	63,855.
	24,863.	28,346.

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
550021109 LULULEMON ATHLETICA		
69840W108 PANERA BREAD COM		
716768106 PETSMART INC COM		
718592108 PHILLIPS VAN HEUSEN		
731068102 POLARIS INDS INC		
85590A401 STARWOOD HOTELS & RE		
880349105 TENNECO INC		
904311107 UNDER ARMOUR INC		
92769L101 VIRGIN MEDIA INC		
518439104 ESTEE LAUDER COMPAN		
966837106 WHOLE FOODS MKT		
109178103 BRIGHAM EXPLORATION		
20453E109 COMPLET PRODTN		
655044105 NOBLE ENERGY INC		
74144T108 T ROWE PRICE GROUP		
015351109 ALEXION PHARMACEUT		
28176E108 EDWARDS LIFESCIENCES		
29264F205 ENDO PHARMACEUT		
452327109 ILLUMINA INC		
62855J104 MYRIAD GENETICS		
795435106 SALIX PHARMACEUTIC		
00508X203 ACTUANT CORP		
031100100 AMETEK INC COM		
073302101 BE AEROSPACE INC		
12541W209 C H ROBINSON WORLDWI		
231021106 CUMMINS INC.		
485170302 KANSAS CITY SOUTHERN		
611742107 MONSTER WORLDWIDE		
776696106 ROPER INDS INC NEW		
	5,750.	8,740.

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---

858912108 STERICYCLE INC COM		
864596101 SUCCESSFACTORS INC		
00846U101 AGILENT TEDHNOLOGIES		
171779309 CIENA CORP		
192446102 COGNIZANT TECH		
315616102 F5 NETWORKS INC		
366651107 GARTNER INC		
461202103 INTUIT COM		
48203R104 JUNIPER NETWORKS		
592688105 METTLER-TOLEDO INTL		
64110D104 NETAPP INC		
756577102 RED HAT INC		
79466L302 SALESFORCE COM INC		
012653101 ALBEMARLE CORP		
125269100 CF INDS HLDGS		
277432100 EASTMAN CHEM CO COM		
422704106 HECLA MNG		
86074Q102 STILLWATER MNG CO		
591708102 METROPS COMMUNICATIO		
580037109 MCDERMOTT INTL		
N7902X106 SENSATA TECHNOLOG		
82481R106 SHIRE PLC		
G81477104 SINA CORPORATION		
85590A401 STARWOOD HOTELS & RE		
70509V100 PEBBLEBROOK HOTEL TR		
76131N101 RETAIL OPPORTUNITY I		
112900105 BROOKFIELD OFFICE PR		
09063H107 BIOMED RLTY TR INC		
101121101 BOSTON PROPERTIES IN		

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
1331311102 CAMDEN PPTY TR SH BE		
13466Y105 CAMPUS CREST COMM		
053484101 AVALONBAY CMNTYS INC		
024835100 AMERICAN CAMPUS CMNT		
00163T109 AMB PPTY CORP		
015271109 ALEXANDRIA REAL ESTA		
21870Q105 CORESITE REALTY		
22002T108 CORPORATE OFFICE		
233153105 DCT INDUSTRIAL TRUST		
251591103 DEVELOPERS DIVERSIFI		
253868103 DIGITAL RLTY TR INC		
29380T105 ENTERTAINMENT PPTYS		
29472R108 EQUITY LIFESTYLE PPT		
29476107 EQUITY RESIDENTIAL		
297178105 ESSEX PPTY		
30225T102 EXTRA SPACE STORAGE		
33610F109 FIRST POTOMAC RLTY T		
40414L109 HCP INC		
42217K106 HEALTH CARE REIT INC		
44107P104 HOST HOTELS & RESORT		
49427F108 KILROY REALTY CORP C		
49803T102 KITE REALTY GROUP		
531172104 LIBERTY PPTY TR SH B		
554382101 MACERICH CO COM		
637417106 NATIONAL RETAIL PPTY		
638620104 NATIONWIDE HEALTH		
681936100 OMEGA HEALTHCARE INV		
720190206 PIEDMONT OFFICE REAL		
74460D109 PUBLIC STORAGE INC C		
	52,670.	37,822.
	11,947.	11,550.
	20,420.	20,142.

THE W DUKE KIMBRELL FAMILY FDN
 FORM 990PF, PART II - CORPORATE STOCK
 =====

20-3390787

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
751452202 RAMCO-GERSHENSON PPT		
758849103 REGENCY CENTERS CORP		
828806109 SIMON PROPERTY GROUP		
929042109 VORNADO REALTY TRUST		
26483E100 DUN & BRADSTREET COR	13,145.	20,868.
401617105 GUESS INC		
608190104 MOHAWK INDS INC COM		
651229106 NEWELL RUBBERMAID IN	16,501.	18,464.
854502101 STANLEY BLACK & DECK	9,298.	18,798.
92553P201 VIACOM INC NEW		
963320106 WHIRLPOOL CORP		
19122T109 COCA-COLA ENTER		
205887102 CONAGRA FOODS		
501044101 KROGER CO		
582839106 MEAD JOHNSON NUTRITI		
60871R209 MOLSON COORS BREWING		
057224107 BAKER HUGHES INC		
13342B105 CAMERON INTL		
247916208 DENBURY RESOURCES IN		
03076C106 AMERIPRISE FINL		
12497T101 CB RICHARD ELLIS		
200340107 COMERICA INC		
316773100 FIFTH THIRD BANCORP		
629491101 NYSE EURONEXT		
74251V102 PRINCIPAL FINAN	19,444.	28,896.
867914103 SUNTRUST BANKS INC		
067383109 BARD C R INC		
14170T101 CAREFUSION CORP	12,824.	18,317.
790849103 ST JUDE MED INC	8,813.	15,488.

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
863667101 STRYKER CORP		
98956P102 ZIMMER HOLDINGS INC	47,316.	60,112.
053611109 AVERY DENNISON CORP		
56418H100 MANPOWER INC		
760759100 REPUBLIC SERVICES		
00507V109 ACTIVISION BLIZZARD		
018581108 ALLIANCE DATA SYS CO		
055921100 BMC SOFTWARE INC		
535678106 LINEAR TECHNOLOGY CO	45,123.	62,859.
502161102 LSI CORPORATION	3,906.	11,035.
595112103 MICRON TECHNOLOGY		
699173209 PARAMETRIC TECHNOLOG		
959802109 WESTERN UNION CO/THE		
009158106 AIR PRODS & CHEM		
01741R102 ALLEGHENY TECHNOL		
228368106 CROWN HLDGS INC		
025537101 AMERICAN ELECTRIC PO	9,883.	12,106.
125896100 CMS ENERGY CORP		
281020107 EDISON INTL COM		
26884L109 EQT CORPORATION		
816851109 SEMPRA ENERGY COM		
G24140108 COOPER INDUSTRIES PL		
45857P301 INERCONTINENTAL HOTE		
65334H102 NEXEN INC		
H8912P106 TYCO ELECTRONICS		
H89128104 TYCO INTERNATIONAL L		
H27013103 WEATHERFORD INTNTL	7,791.	24,419.
G98290102 XL GROUP PLC		
74762E102 QUANTA SVCS		

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
313747206 FEDERAL RLTY INVT TR		
917302200 USINAS SIDERURGICAS		
009158106 AIR PRODS & CHEMS		
05615F102 BABCOCK & WILCOX CO		
30162A108 EXELIS INC		
450911201 ITT CORP		
98419M100 XYLEM INC/NY		
044209104 ASHLAND INC NEW	20,394.	36,390.
080555105 BELO CORP		
691497309 OXFORD INDS INC	5,532.	12,504.
781182100 RUBY TUESDAY INC		
892356106 TRACTOR SUPPLY CO		
03834A103 APPROACH RESOURCES I		
55973B102 MAGNUM HUNTER RESOUR		
06647F102 BANKRATE INC	5,099.	8,151.
538034109 LIVE NATION ENT INC	6,542.	6,997.
770196103 ROBBINS & MYERS INC	3,920.	7,212.
781846209 RUSH ENTERPRISES		
88554D205 3D SYSTEMS CORPORATI	1,360.	8,085.
20564W105 COMSCORE INC		
458786100 INTERMEC INC		
57776J100 MAXLINEAR INC	2,306.	2,816.
345550107 FOREST CITY ENTERPRI		
70509V100 PEPPIEBROOK HOTEL		
76131N101 RETAIL OPPORTUNITY		
124857202 CBS CORP NEW		
418056107 HASBRO INC		
53071M104 LIBERTY INTERACTIVE		
655664100 NORDSTROM INC		

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
370334104 GENERAL MILLS INC		
832696405 JM SMUCKER CO		
28336L109 EL PASO CORP		
12504L109 CBRE GROUP INC	53,289.	61,271.
665859104 NORTHERN TRUST CORP	16,797.	27,888.
857477103 STATE STREET CORP	7,051.	14,872.
125509109 CIGNA CORP	14,701.	16,925.
441060100 HOSPIRA INC		
260003104 DOVER CORP		
278058102 EATON CORP		
31620M106 FIDELITY NATL INFORM		
57772K101 MAXIM INTEGRATED PRO		
779376102 ROVI CORPORATION		
009363102 AIRGAS INC COM	10,238.	14,541.
044209104 ASHLAND INC		
620076307 MOTOROLA SOLUTIONS,		
030420103 AMERICAN WATER WORKS	14,687.	19,862.
69351T106 PPL CORPORATION	27,495.	27,803.
98389B100 XCEL ENERGY INC		
372460105 GENUINE PARTS CO	38,780.	57,401.
681919106 OMNICOM GROUP	44,631.	69,164.
87612E106 TARGET CORP	48,626.	60,739.
978097103 WOLVERINE WORLD WIDE		
713448108 PEPSICO INC	30,829.	40,392.
742718109 PROCTER & GAMBLE CO	58,456.	73,350.
166764100 CHEVRON CORP	57,175.	67,826.
30231G102 EXXON MOBIL CORPORAT	44,938.	55,660.
115236101 BROWN & BROWN INC		
229899109 CULLENS FROST BANKER		

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
14149Y108 CARDINAL HEALTH INC	6,218.	9,353.
532457108 ELI LILLY & CO COM	44,777.	60,741.
478160104 JOHNSON & JOHNSON	73,902.	101,207.
58933Y105 MERCK & CO INC NEW	87,029.	115,966.
863667101 STRYKER CORP		
369550108 GENERAL DYNAMICS COR	35,840.	57,470.
384802104 GRAINGER W W INC		
452308109 ILLINOS TOOL WORKS		
911312106 UNITED PARCEL SVC		
458140100 INTEL CORP	19,430.	20,633.
459200101 INTERNATIONAL BUSINE		
704326107 PAYCHEX INC		
397624107 GREIF INC-CL A	91,656.	103,617.
00206R102 AT & T INC		
29265N108 ENERGEN CORP	25,494.	27,459.
580135101 MCDONALDS CORP	39,487.	52,594.
02209S103 ALTRIA GROUP INC	9,559.	11,484.
191216100 COCA COLA CO		
423074103 HEINZ H J CO	19,915.	28,935.
494368103 KIMBERLY CLARK CORP	23,398.	29,192.
544147101 LORILLARD INC		
713448108 PEPSICO INC	19,675.	22,218.
718172109 PHILIP MORRIS INTERN		
742718109 PROCTER & GAMBLE CO	34,992.	43,941.
761713106 REYNOLDS AMERICAN IN		
166764100 CHEVRON CORP	43,672.	54,471.
20825C104 CONOCOPHILLIPS		
172062101 CINCINNATI FINANCIAL		
002824100 ABBOTT LABS		

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
110122108 BRISTOL MYERS SQUIBB	8,117.	13,128.
532457108 ELI LILLY & CO		
478160104 JOHN & JOHNSON		
00206R102 AT&T		
156700106 CENTURYLINK, INC		
92343V104 VERIZON COMMUNICATIO	37,113.	47,961.
97381W104 WINDSTREAM CORP		
209115104 CONSOLIDATED EDISON		
25746U109 DOMINION RES INC VA	21,774.	26,005.
26441C105 DUKE ENERGY HOLDINGS		
69351T106 PPL CORP		
842587107 SOUTHERN CO	39,320.	37,040.
003021714 ABERDEEN EMERG MARKE	400,000.	394,816.
00738A106 ADTRAN INC		
009728106 AKORN INC	3,112.	6,401.
024013104 AMERICAN ASSETS TRUS		
03073E105 AMERISOURCEBERGEN CO		
05382A104 AVIVA PLC - ADR		
05534B760 BCE INC	12,245.	13,290.
055622104 BP PLC - ADR	40,363.	45,791.
05564E106 BRE PPTYS INC CL A 1		
059578104 BANCO DO BRASIL SA A		
06738E204 BARCLAYS PLC - ADR		
072730302 BAYER AG - ADR		
073730103 BEAM INC	8,730.	10,209.
075896100 BED BATH & BEYOND IN	28,756.	41,355.
09247X101 BLACKROCK INC	37,257.	63,294.
125581801 CIT GROUP INC.		
126132109 CNOOC - CHINA NATION		

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
13321L108 CAMECO CORP COM	21,178.	21,393.
144285103 CARPENTER TECHNOLOGY	6,799.	8,708.
15639K300 CENTRICA PLC ADR		
171232101 CHUBB CORP		
189054109 CLOROX CO		
208242107 CONNS INC	6,802.	13,771.
210313102 CONSTANT CONTACT INC		
219350105 CORNING INC	21,935.	28,958.
21988R102 CORPORATE EXECUTIVE	3,770.	6,194.
229663109 CUBESMART		
23317H102 DDR CORP		
237194105 DARDEN RESTAURANTS I		
260003108 DOVER CORP COM	11,177.	18,343.
263534109 DU PONT E I DE NEMOU	32,684.	43,205.
26441C204 DUKE ENERGY HOLDING	37,193.	40,923.
26613Q106 DUPONT FABROS TECHNO		
26884U109 EPR PROPERTIES		
277923728 EATON VANCE GLOBAL M		
29476L107 EQUITY RESIDENTIAL P		
30219G108 EXPRESS SCRIPTS HOLD	26,639.	34,769.
302491303 FMC CORP COM NEW	21,830.	28,675.
317485100 FINANCIAL ENGINES IN	2,505.	7,990.
31787A507 FINISAR CORP		
36191X100 GSE HOLDING INC		
412822108 HARLEY DAVIDSON INC	8,478.	13,848.
413838202 OAKMARK INTERNATIONAL	600,537.	779,779.
423452101 HELMERICH & PAYNE IN	34,580.	63,060.
427866108 THE HERSHEY COMPANY	4,843.	7,778.
433578507 HITACHI LIMITED - AD		

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
453142101 IMPERIAL TOBACCO GRO		
456837103 ING GROEP N.V. - ADR		
458118106 INTEGRATED DEVICE TE	6,454.	10,027.
460146103 INTERNATIONAL PAPER	19,773.	32,115.
460690100 INTERPUBLIC GROUP CO	11,036.	17,346.
493267108 KEYCORP NEW	12,022.	20,331.
500458401 KOMATSU LIMITED - AD		
50076Q106 KRAFT FOODS GROUP IN	44,106.	48,411.
50127R103 KURARAY CO LTD-UNSP		
532716107 LIMITED BRANDS, INC	33,281.	30,950.
552676108 M D C HLDGS INC COM		
565849106 MARATHON OIL CORP		
571748102 MARSH & MCLENNAN COS		
580645109 MCGRAW-HILL COMPANIE	9,685.	12,926.
583334107 MEADWESTVACO CORP	9,135.	12,083.
595017104 MICROCHIP TECHNOLOGY		
606822104 MITSUBISHI UFJ FINL	2,178.	3,508.
628852204 NCI BUILDING SYSTEMS	35,566.	46,638.
636274300 NATIONAL GRID PLC AD	12,285.	16,440.
65473P105 NISOURCE INC		
654744408 NISSAN MOTOR CO., LT		
655844108 NORFOLK SOUTHERN COR	48,695.	72,407.
664397106 NORTHEAST UTILS	15,825.	17,804.
675232102 OCEANEERING INTL INC	12,434.	15,776.
690742101 OWENS CORNING INC		
69327R101 PDC ENERGY INC	2,871.	5,056.
693483109 POSCO - ADR		
693656100 PVH CORP	17,931.	21,083.
71654V408 PETROLEO BRASILEIRO		

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
722005667 PIMCO COMMODITY REAL		
73179P106 POLYONE CORP	9,166.	19,973.
74340W103 PROLOGIS INC		
74965L101 RLJ LODGING TRUST		
76131V202 RETAIL PROPERTIES OF		
76169B102 REXNORD CORP		
767204100 RIO TINTO PLC - ADR		
780641205 KONINKLIJKE KPN N.V.		
80105N105 SANOFI-ADR		
81618T100 SELECT INCOME		
826197501 SIEMENS AG - ADR		
831865209 SMITH A O CORP CL B	7,445.	11,867.
84760C107 SPECTRANETICS CORP	2,977.	6,750.
86562X106 SUMITOMO MITSUI TR-S		
870297801 MLN ELEMENTS ROGERS		
87927Y102 TELECOM ITALIA S.P.A		
882508104 TEXAS INSTRUMENTS IN		
89151E109 TOTAL S.A. - ADR		
89531P105 TREX COMPANY INC		
904767704 UNILEVER PLC - ADR		
915436109 UPM-KYMMENE CORP - A		
92276F100 VENTAS INC COM	45,481.	72,452.
92857F107 VOCERA COMMUNICATION	45,535.	52,386.
92857W209 VODAFONE GROUP PLC N	3,523.	8,748.
928662303 VOLKSWAGEN AG - ADR	9,581.	11,618.
92932M101 WNS HOLDINGS LTD ADR		
930427109 WAGeworks INC	11,851.	10,597.
931422109 WALGREEN CO		
966387102 WHITING PETE CORP NE	37,244.	51,850.
	2,837.	5,916.
	3,451.	11,294.
	39,856.	60,886.
	6,756.	8,971.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
984332106 YAHOO INC COM		
989825104 ZURICH INSURANCE GRO		
G29183103 EATON CORP PLC	28,029.	41,105.
G3157S106 ENSCO PLC-CL A	48,601.	51,462.
G491BT108 INVESCO LIMITED	9,790.	14,378.
G6852T105 PARTNERRE LTD COM		
G96666105 WILLIS GROUP HOLDING	45,699.	55,564.
H0023R105 ACE LIMITED	47,312.	75,577.
H6169Q108 PENTAIR, LTD.	8,180.	20,971.
M22465104 CHECK POINT SOFTWARE		
N47279109 INTERXION HOLDING NV		
001055102 AFLAC INC	3,600.	3,778.
00203H859 AQR MANAGED FUTURES	56,732.	61,456.
00287Y109 ABBVIE INC	500,000.	530,561.
054937107 B B & T CORP COM	29,185.	39,660.
097793103 BONANZA CREEK ENERGY	25,751.	30,789.
101388106 BOTTOMLINE TECHNOLOG	3,098.	3,478.
163893209 CHEMTURA CORP/NEW	7,661.	9,944.
177376100 CITRIX SYS INC COM	5,180.	6,142.
23251P102 CYBERONICS INC COM	16,646.	14,548.
282914100 8X8 INC	5,794.	8,178.
286082102 ELECTRONICS FOR IMAG	2,970.	4,060.
292554102 ENCORE CAP GROUP INC	3,477.	3,486.
405024100 HAEMONETICS CORP MAS	8,318.	10,806.
416515104 HARTFORD FINANCIAL S	5,779.	5,688.
42805T105 HERTZ GLOBAL HOLDING	17,811.	19,564.
447011107 HUNTSMAN CORP	45,143.	58,671.
44919P508 IAC/INTERACTIVECORP	10,860.	15,252.
464287648 ISHARES RUSSELL 2000	14,561.	17,849.
	22,420.	23,714.

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
501014104 KRISPY KREME DOUGHNU	6,830.	8,584.
591520200 METHODE ELECTRON INC	1,864.	4,616.
60688N102 MIX TELEMATICS LTD-S	2,507.	2,110.
610236101 MONRO MUFFLER BRAKE	1,541.	2,254.
69370C100 PTC INC	7,052.	14,864.
696429307 PALL CORP	13,617.	16,217.
720279108 PIER I IMPORTS INC	6,926.	6,809.
73755L107 POTASH CORP SASK	26,907.	29,005.
74733V100 QUESTAR MARKET RESOU	15,076.	14,099.
748356102 QUESTAR CORP	17,115.	17,013.
754730109 RAYMOND JAMES FINL I	11,585.	14,091.
756109104 REALTY INCOME CORP C	14,766.	13,103.
759916109 REPLIGEN CORP	2,976.	4,160.
781220108 RUCKUS WIRELESS INC	5,186.	4,402.
80908T101 SCIQWEST INC	2,445.	4,272.
81721M109 SENIOR HOUSING PROP	18,096.	15,761.
81763U100 SERVICESOURCE INTERN	4,989.	3,687.
85254C305 STAGE STORES INC	8,465.	7,444.
858375108 STEIN MART INC COM	3,394.	3,026.
871607107 SYNOPSYS INC COM	11,796.	14,200.
876664103 TAUBMAN CTRS INC COM	14,413.	13,423.
88076W103 TERADATA CORP	32,015.	27,749.
887389104 TIMKEN CO	20,406.	20,927.
899896104 TUPPERWARE BRANDS CO	58,849.	62,390.
92046N102 VALUECLICK INC	3,007.	2,688.
92849E101 VITAMIN SHOPPE INC	5,113.	5,201.
955306105 WEST PHARMACEUTICAL	8,032.	13,246.
962166104 WEYERHAEUSER CO	15,134.	15,785.
969457100 WILLIAMS COS INC	68,350.	75,327.

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
983134107 WYNN RESORTS LTD	8,674.	12,818.
98978V103 ZOETIS INC	20,096.	21,249.
N63218106 NIELSEN HOLDINGS B.V	16,337.	18,815.
	-----	-----
TOTALS	6,148,587.	8,012,160.
	=====	=====

THE W DUKE KIMBRELL FAMILY FDN
 FORM 990PF, PART II - CORPORATE BONDS
 =====

20-3390787

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
277911491 EATON VANCE FLOATING		
72201F409 PIMCO DEVELOPING LOC		
693390841 PIMCO HIGH YIELD		
922031836 VANGUARD SHORT-TERM		
722005220 PIMCO FOREIGN BOND		
003021714 ABERDEEN EMERGING		
922042858 VANGUARD EMERGING MK		
00758M165 ACADIAN EMERGING MKT		
04314H808 ARTISAN INTERN		
922908496 VANGUARD 500 INDEX		
4521518U0 ILLINOIS ST		
646139X83 NEWJERSEY ST		
02209SAH6 ALTRIA GROUP INC	7,800.	7,801.
02364WAX3 AMERICA MOVIL SAB DE		
026874BW6 AMERICAN INTL GROUP		
02687QBW7 AMERICAN INTL GROUP	5,525.	5,909.
031162BK5 AMGEN INC		
038222AG0 APPLIED MATERIALS IN		
00206RBA9 AT&T INC		
053332AK8 AUTOZONE INC		
06849RAF9 BARRICK NA FINANCE		
10112RAT1 BOSTON PROPERTIES		
140420MV9 CAPITAL ONE BANK USA		
172967FF3 CITIGROUP INC		
189054AS8 CLOROX COMPANY		
2030NAW1 COMCAST CORP		
25459HAZ8 DIRECTV HLDG/FIN		
25470DAE9 DISCOVERY COMMUNICAT		
260543CF8 DOW CHEMICAL		

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
26884AAZ6 ERP OPERATING LP		
30161MAE3 EXELO GENERATIONS CO		
31677AAA2 FIFTH THIRD BK CINCI		
369622SM8 GENERAL ELEC CAP COR	4,982.	5,593.
40049JAX5 GRUPO TELEVISA S.A.		
421915EJ4 HEALTH CARE PROPERTI		
42217KAM8 HEALTH CARE REIT INC		
46625HJA9 JPMORGAN CHASE & CO		
49327XAB6 KEY BANK NA		
534187AY5 LINCOLN NATIONAL COR	11,851.	11,528.
577081AW2 MATTEL INC		
652482BQ2 NEWS AMERICA INC		
655422AU7 NORANDA INC		
71645WAT8 PETROBRAS INTL FIN		
74432QBG9 PRUDENTIAL FINANCIAL		
759351AG4 REINSURANCE GRP OF		
816851AK5 SEMPRA ENERGY	5,069.	5,766.
828807CA3 SIMON PROPERTY GROU	12,750.	13,210.
86787EAM9 SUNTRUST BANK	12,724.	13,532.
887317AK1TIME WARNER INC		
91911TAK9 VALE OVERSEAS LIMITE		
92553PAJ1 VIACOM INC		
959802AB5 WESTERN UN CO		
984121BW2 XEROX CORPORATION		
120568AV2 BUNGE LIMITED FINANC		
143658AY8 CARNIVAL CORP		
172967DR9 CITIGROUP INC		
29379VAY9 ENTERPRISE PRODUCTS		
38141GFD1 GOLDMAN SACHS GROUP	5,500.	5,563.

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
40414LAH2 HCP INC		
404280AJ8 HSBC HOLDINGS PLC		
42217KAY2 HEALTH CARE REIT INC		
42217KBA3 HEALTH CARE REIT INC		
48121CYK6 JP MORGAN CHASE BANK		
494550BL9 KINDER MORGAN ENER		
5901884M7 MERRILL LYNCH & CO		
59022CAJ2 MERRILL LYNCH & CO		
59156RAT5 MET LIFE GLOB FUNDIN		
61747YDT9 MORGAN STANLEY		
6174824M3 MORGAN STANLEY		
65334HAJ1 NEXEN INC	4,982.	5,118.
68268NAJ2 ONEOK PARTNERS LP		
69349LAE8 PNC BANK NA		
71645WAR2 PETROBRAS INTL FIN		
88732JBD9 TIME WARNER CABLE IN		
902494AT0 TYSON FOODS INC		
90261XBY7 UBS AG STAMFORD CT	5,276.	5,560.
92936MAC1 WPP FINANCE 2010	5,014.	4,822.
959802AH2 WESTERN UN CO	10,362.	9,379.
959802AR0 WESTERN UNION CO/THE		
98310WAJ7 WYNDHAM WORLDWIDE	9,954.	9,760.
054536AA5 AXA	6,188.	6,156.
059438AK7 BANC ONE CORP DEBS	7,233.	6,386.
143658BA9 CARNIVAL CORP	5,062.	5,004.
172967DM0 VR CITIGROUP INC	14,365.	14,757.
172967HB0 CITIGROUP INC	5,000.	5,266.
22546QAD9 CREDIT SUISSE	5,613.	5,557.
30161MAG8 EXELON GENERATION CO	11,562.	10,134.

THE W DUKE KIMBRELL FAMILY FDN
FORM 990PF, PART II - CORPORATE BONDS
=====

20-3390787

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
35671DAU9 FREEPORT-MCMORAN C	4,707.	4,752.
37247DAM8 GENWORTH FINANCIAL	11,692.	11,906.
37247DAN6 GENWORTH FINANCIAL	11,713.	11,612.
38141GES9 GOLDMAN SACHS GROUP	5,631.	5,310.
40049JAZ0 GRUPO TELEVISA S.A.	5,446.	5,310.
42217KAU0 HEALTH CARE REIT INC	5,266.	5,287.
45685EAB2 ING US INC	5,503.	5,437.
571903AL7 MARRIOTT INTERNATIONAL	4,968.	4,952.
65557HAD4 NORDEA BANK AB	4,939.	4,944.
71647NAA7 PETROBRAS GLOBAL FIN	4,987.	4,082.
71654QBB7 PETROLEOS MEXICANOS	5,113.	5,138.
92343VBQ6 VERIZON COMMUNICATIO	10,139.	10,706.
92553PAT9 VIACOM INC	4,948.	4,990.
92553PAU6 VIACOM INC	5,015.	5,256.
94707VAC4 WEATHERFORD INTL LTD	5,144.	5,032.
C98874AM9 XSTRATA FINANCE CANA	4,860.	4,767.
P3143NAS3 CODELCO INC	4,926.	4,915.
	-----	-----
TOTALS	261,809.	261,197.
	=====	=====

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
BRIGADE OFFSHORE 2010-05	C		
7HF000H69 HFR MA STRATEGIC OFF	C		
LAZARD OFFSHORE SERIES 6	C		
MOUNT LUCAS OFFSHORE SER	C		
STRATEGIC VALUE SERIES E	C		
870297801 ELEMENTS ROGERS TOTA	C		
26613Q106 DUPONT FABROS	C		
44980Q518 ING INTERNATIONAL	C		
210312102 CONSTANT CONTACT	C		
72346Q104 PINNACLE FINL	C		
12612AAD4 CNH EQUIPMENT TRUST	C		
210523AF3 CONSUMERS FUNDING	C		
3128HXFA8 FED HOME LN MTG	C		
31331FAZ4 FEDERAL EXPRESS	C		
36161FAD7 GE EQUIPMENT	C		
38373Y6X7 GOVT NATL MTG	C		
38373MY53 GOVT NATL MTG	C		
38376GSW1 GOVT NATL MTG ASSN	C		
55265KXU8 MASTER ASSET	C		
62888XABO NCUA GTD NTS	C		
80282HAC7 SANTANDER DRIVE	C		
80282HAD5 SANTANDER DRIVE	C		
80282HAE3 SANTANDER DRIVE	C		
86359A4B6 STRUCTURED ASSET	C		
LEXINGTON OFFSHORE SERIES 6	C		
TRIAN PARTNERS LTD- OFFSHORE	C		
000375204 ABB LTD - ADR	C		
G1151C101 ACCENTURE PLC	C		
143658300 CARNIVAL CORP	C		

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV -----
G47791101 INGERSOLL-RAND	C		
500458401 KOMATSU LIMITED	C		
806857108 SCHLUMBERGER	C		
277911491 EATON VANCE FLOATING	C		
72201F409 PIMCO EMERGING MKT	C		
922031737 VANGUARD INFLATION P	C		
413838202 OAKMARK FUNDS	C		
277923728 EATON VANCE GLOBAL M	C		
448108100 HUSSMAN STRATEGIC	C		
00758M162 ACADIAN EMERGING MKT	C		
018805101 ALLIANZ SE	C		
02364W105 AMERICA MOVIL S.A.B.	C		
043400100 ASAHI KASEI CORP	C		
05946K101 BANCO BILBAO VIZCAYA	C		
055262505 BASF AKTIENGESSELL	C		
072730302 BAYER AG- ADR	C		
05565A202 BNP PARIBAS - ADR	C		
225401108 CREDIT SUISSE GROUP	C		
233825108 DAIMLER AG- SPN	C		
25030W100 DESARROLDDORA	C		
251561304 DEUTSCHE LUFTHANSA	C		
344419106 FOMENTO EXONOMIC ME	C		
359590304 FUJITSU LIMITED - A	C		
36160B105 GDF SUEZ SPONSORED	C		
37733W105 GLAXOSMITHKLINE	C		
410693105 HANNOVER REINS CORP	C		
453142101 IMPERIAL TOBACCO GRO	C		
500458401 KOMATSU LIMITED - AD	C		
50048B104 KONICA MINOLTA HOLDI	C		

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
500467402 KONINKLIJKE AHOLD	C		
50127R103 KURARAY CO LTD	C		
606769305 MITSUBISHI CORP	C		
62474M108 MTN GROUP	C		
632525408 NATIONAL AUSTRALIA B	C		
65334H102 NEXEN INC	C		
654624105 NIPPON TELEGRAPH AND	C		
66987V109 NOVARTIS AG - ADR	C		
71654V408 PETROLEO BRASILEIRO	C		
74435K204 PRUDENTIAL PLC - ADR	C		
758204200 REED ELSEVIER N V	C		
761655406 REXAM PLC - ADR	C		
767204100 RIO TINTO PLC	C		
771195104 ROCHE HOLDINGS	C		
775781206 ROLLS ROYCE HOLDINGS	C		
780259107 ROYAL DUTCH SHELL	C		
78404D109 SBM OFFSHORE NV	C		
G7945E105 SEADRILL LIMITED	C		
826197501 SIEMENS AG - ADR	C		
82929R304 SINGAPORE TELECOMMUN	C		
83175M205 SMITH & NEPHEW PLC	C		
86562X106 SUMITOMO MITSUI	C		
869587402 SVENSKA CELLULOSA	C		
87944W105 TELENOR ASA - ADR	C		
881624209 TEVA PHARMACEUTI	C		
928662303 VOLKSWAGEN AG - ADR	C		
98418K205 XSTRATA PLC	C		
98982M107 ZURICH FINANCIAL SER	C		
088606108 BHP BILLITON LIMITED	C		

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
210313102 CONSTANT CONTACT	C		
167250109 CHICAGO BRIDGE & IRO	C		
N22717107 CORE LABORATOR	C		
45245E109 IMAX CORP	C		
653656108 NICE SYSTEMS LTD	C		
653905109 NIKO RES	C		
79780P104 SAN GOLD CORP	C		
G87210103 UTI WORLDWIDE	C		
05947ULY2 BANC AMER COML	C		
12623CAD7 CNH EQUIPMENT TRUST	C	9,997.	10,094.
38373MY53 GOVT NATL MTG	C		
38376GVB3 VR GOVT NATL MTG	C		
61745MTD5 MORGAN STANLEY CAP	C	15,186.	14,468.
61746WZA1 MORGAN STANLEY	C		
981464CJ7 WORLD FINANCIAL NETW	C		
167250109 CHICAGO BRIDGE & IRO	C		
112900105 BROOKFIELD OFFICE	C		
015271109 ALEXANDRIA RE EQUITI	C		
024013104 AMERICAN ASSETS TRUS	C		
024835100 AMERICAN CAMPUS	C		
053484101 AVALONBAY CMNTY INC	C		
09063H107 BIOMED RLTY TR INC	C		
101121101 BOSTON PROPERTIES IN	C		
133131102 CAMDEN PPTY TR SH	C		
13466Y105 CAMPUS CREST CMNTY	C		
21870Q105 CORESITE REALTY CORP	C		
229663109 CUBESMART	C		
23317H102 DDR CORPORATION	C		
29380T105 ENTERTAINMENT PPTYS	C		

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
29472R108 EQUITY LIFESTYLE PPT	C		
29476L107 EQUITY RESIDENTIAL P	C		
297178105 ESSEX PPTY TR	C		
30225T102 EXTRA SPACE STORAGE	C		
313747206 FEDERAL RLTY INVT TR	C		
33610F109 FIRST POTOMAC RLTY	C		
40414L109 HCP INC	C		
42217K106 HEALTH CARE REIT INC	C		
44107P104 HOST HOTEL & RESORT	C		
49427F108 KILROY REALTY CORP	C		
49803T102 KITE REALTY GROUP	C		
531172104 LIBERTY PPTY TR SH	C		
554382101 MACERICH CO COM	C		
637417106 NATIONAL RETAIL PPTY	C		
681936100 OMEGA HEALTHCARE INV	C		
720190206 PIEDMONT OFFICE REAL	C		
74340W103 PROLOGIS INC	C		
74460D109 PUBLIC STORAGE INC	C		
751452202 RAMCO-GERSHENSON	C		
758849103 REGENCY CENTERS CORP	C		
74965L101 RLJ LODGING TRUST	C		
828806109 SIMON PROPERTY	C		
92276F100 VENTAS INC COM	C		
929042109 VORNADO REALTY TRUST	C		
G0450A105 ARCH CAPITAL GROUP	C		
G24140108 COOPER INDUSTRIES	C		
45857P301 INTERCONTINENTAL HOT	C		
H84989104 TE CONNECTIVITY LTD	C		
H89128104 TYCO INTERNATIONAL	C		

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
G96666105 WILLIS GROUP HOLDING	C		
G98290102 XL GROUP PLC	C		
H0023R105 ACE LIMITED	C		
29358Q109 ENSCO INTERNATIONAL	C		
G6852T105 PARTNERRE LTD	C		
881624209 TEVA PHARMACEUTICAL	C		
046353108 ASTRAZENECA PLC	C		
05534B760 BCE INC	C		
37733W105 GLAXOSMITHKLINE PLC	C		
636274300 NATIONAL GRID PLC	C		
780259107 ROYAL DUTCH SHELL IN	C		
879382208 TELFONICA SA ADR	C		
89151E109 TOTAL SA ADR	C		
904767704 UNILEVER PLC ADR	C		
92857W209 VODAFONE GROUP PLC	C		
40414L109 HCP INC	C		
42217K106 HEALTH CARE REIT INC	C		
7HF990SE2 STRATEGIC VALUE SER	C	472,883.	584,691.
7HF99B008 BRIGADE OFFSHORE 201	C	500,093.	586,295.
7HF99LX75 LEXINGTON PARTNERS V	C	574,364.	610,851.
7HF99LZ65 LAZARD OFFSHORE SER	C		
7HF99ML01 MOUNT LUCAS OFFSHORE	C	318,462.	350,733.
7HF99TR00 TRIAN PARTNERS LTD	C	589,031.	863,217.
880208400 TEMPLETON GLOBAL BON	C		
31394VX47 VR FED NATL MTG AS	C	16,666.	13,610.
36192KAY3 VR GS MORTGAGE SEC 5	C	10,498.	10,584.
36299NTQ6 FVH4 US TREAS 5YR MA	C		
38376GYX2 VR GOVT NATL MTG	C	7,357.	4,775.
55973B110 MAGNUM HUNTER RESOUR	C		

THE W DUKE KIMBRELL FAMILY FDN

20-3390787

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
61762MBW0 VR MORGAN STANLEY	C	30,949.	30,673.
61762TAE6 VR MORGAN STANLEY BA	C	10,595.	10,290.
7HF99EC58 ENERGY CAP MEZZANINE	C	87,219.	90,481.
		-----	-----
TOTALS		2,643,300.	3,180,762.
		=====	=====

THE W DUKE KIMBRELL FAMILY FDN
FORM 990PF, PART II - OTHER ASSETS
=====

20-3390787

DESCRIPTION

05947U4D7 BANC OF AMERICA COMM
12623CAD7 CNH EQUIPMENT TRUST
31394VX47 VR FED NATL MTG AS
36192KAR8 GS MORTGAGE SECURITI
38376GVB3 VR GOVT NATL MTG
38376GYX2 VR GOVT NATL MTG
981464CJ7 WORLD FINANCIAL NETW

TOTALS

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	1,919.
COST BASIS ADJUSTMENTS	71,650.
MUTUAL FUND TBD	248.
ACCRUED INTEREST PAID EFFECTIVE DATE BEFORE TYE	1,169.
SALES WITH GAIN & TRADE DATE BEFORE TYE	2,830.

TOTAL	77,816.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND POSTING DATE AFTER TYE	601.
ROC BASIS ADJUSTMENT	7,051.
ACCRUED INTEREST PAID EFFECTIVE DATE AFTER TYE	791.
FUTURE CONTRACT POSTING DATE AFTER TYE	250.
ROUNDING	21.

TOTAL	8,714.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: Wells Fargo Bank NA

ADDRESS: ONE WEST 4TH STREET D4000-062
WINSTON SALEM, NC 27101

TELEPHONE NUMBER: (800)352-3705

RECIPIENT NAME:
BETHLEHEM BAPTIST CHURCH
ADDRESS:
1017 BETHLEHEM BAPTIST CHURCH
KINGS MOUNTAIN, NC 28086
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 79,623.

RECIPIENT NAME:
FIRST PRESBYTERIAN CHURCH
ADDRESS:
1621 E GARRISON BLVD
GASTONIA, NC 28054
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 14,400.

RECIPIENT NAME:
ALLEGRO FOUNDATION
ADDRESS:
419 ARDMORE ROAD
CHARLOTTE, NC 28209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:
CANCER SERVICES OF GASTON COUNTY
ADDRESS:
306 S COLUMBIA STREET
GASTONIA, NC 28054
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
CHILDRESS INSTITUTE FOR PEDIACTRIC
TRAUMA
ADDRESS:
575 NORTH PATTERSON AVENUE
WINSTON-SALEM, NC 27101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 505,000.

RECIPIENT NAME:
BOYS SCOUNT OF AMERICA
PIEDMONT COUNCIL
ADDRESS:
PO BOX 1059
GASTONIA, NC 28053
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:
MONTCROSS AREA CHAMBER OF COMMERCE
ADDRESS:
PO BOX 368
BELMONT, NC 28012
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
THE DREAM CENTER
ADDRESS:
2782 FAIRVIEW DRIVE
GASTONIA, NC 28056
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
MOUNTAIN RETREAT ASSOCIATION
ADDRESS:
POST OFFICE BOX 969
MONTREAT, NC 28757-0969
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
BELMONT ABBEY COLLEGE
ADDRESS:
100 BELMONT-MT HOLLY ROD
BELMONT, NC 28012
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 523,805.

RECIPIENT NAME:
JUNIOR ACHIEVEMENT OF CENTRAL
CAROLINAS
ADDRESS:
201 S TRYON ST INC, STE LL100
CHARLOTTE, NC 28202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
NORTH CAROLINA CENTER FOR PUBLIC
RESEARCH INC
ADDRESS:
PO BOX 430
RALEIGH, NC 27602
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 500.

=====

RECIPIENT NAME:
CANCER SERVICES OF GASTON COUNTY
ADDRESS:
246 E GARRISON BLVD
GASTONIA, NC 28054
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CRISIS ASSISTANCE MINISTRY OF
CHRISTIAN & JEWS OF GTR GASTONIA
ADDRESS:
805 WEST AIRLINE AVENUE
GASTONIA, NC 28052
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
LUMIERE MEDICAL MINISTRIES
ADDRESS:
3816 S NEW HOPE RD SUITE 20
GASTONIA, NC 28054
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
NC FREE ENTERPRISE FOUNDATION
ADDRESS:
PO BOX 12406
RALEIGH, NC 27605-2406
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
GASTON RESIDENTIAL SERVICES INC
ADDRESS:
905-A NORTH NEW HOPE ROAD
GASTONIA, NC 28054
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 500,000.

RECIPIENT NAME:
WITH FRIENDS INC
ADDRESS:
2098 KEITH ROAD
GASTONIA, NC 28054
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
HEINEMAN MEDICAL RESEARCH INC
ADDRESS:
PO BOX 35457
CHARLOTTE, NC 28203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 28,000.

RECIPIENT NAME:
NORTH CAROLINA TEXTILE FND
ADDRESS:
CAMPUS BOX 27695
RALEIGH, NC 27695
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 300,000.

RECIPIENT NAME:
THE NORTH CAROLINA 4-H DEVELOPMENT
FUND
ADDRESS:
NC STATE BOX 7645
RALEIGH, NC 27695-7645
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL PURPOSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 100.

=====

RECIPIENT NAME:

COMMUNITY FOUNDATION OF GASTON
COUNTY INC

ADDRESS:

PO BOX 123
GASTONIA, NC 28053

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,311,000.

RECIPIENT NAME:

SAMARTITAN'S PURSE

ADDRESS:

PO BOX 3000
BOONE, NC 28807

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

GASTON LITERACY COUNCIL, INC

ADDRESS:

118 SOUTH MARIETTA STREET
GASTONIA, NC 28052-9909

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID:

3,348,928.

=====